

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL	_
OMB Number: 3235-0076	
Expires: May 31, 2005	
Estimated Average burden	
hours per form 16.00	
SEC USE ONLY	_
Prefix Serial	
DATE RECEIVED	

1297412

Name of Offering (check if this is an amen Pivot Point Partners, LP, a Private Offering		hanged, and indicate	e change.)			
Filing Under (Check box(es) that apply):	Rule 504	Rule 505	Rule 506	Section 4(6)	ULOE _	
Type of Filing: New Filing	Amendment					*
	A. I	BASIC IDENTIFIC	CATION DATA		L. A.	
1. Enter the information requested about the iss	suer				13 2= CAN	(FD) (GA)
Name of Issuer ( check if this is an amer Pivot Point Partners, LP	ndment and name has c	changed, and indicat	e change.)		18 mm (2)	2 2004
Address of Executive Offices 2100 West Loop South, Suite 900, Houston,	•	er and Street, City, S	tate, Zip Code)	Telephone Number (713) 595-7675	er (Including Area Cod	e)
Address of Principal Business Operations (if different from Executive Offices)	(Numbe	er and Street, City, S	tate, Zip Code)	Telephone Number	er (Including: Area Cod	6)
Brief Description of Business Investm	ent Partnership					. /
Type of Business Organization  corporation	Iimited partnershi	p, already formed		other (plea	se specify):	OCESSEN
business trust	limited partnershi	p, to be formed			JUI	10
Actual or Estimated Date of Incorporation or O  Jurisdiction of Incorporation or Organization:	•				Estimated FIA	OMSON E

### GENERAL INSTRUCTIONS

# Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

# ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

			TIFICATION DATA		
	on requested for the fo	-	_		
-		has been organized within the	•		
	-	to vote or dispose, or direct the	<u>-</u>	-	•
		orporate issuers and of corporate	general and managing partners	s of partnership issuer	rs; and
Check Box(es) that Apply:	nanaging partner of p  Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)	<del></del>			wanaging raither
Pivot Point Capital Managem Business or Residence Address		et, City, State, Zip Code)			
2100 West Loop South, Suite	900, Houston, Texas	77027			· · · · · · · · · · · · · · · · · · ·
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or **  Managing Partner
Full Name (Last name first, if i	ndividual)				
Pivot Point Advisors, LLC (g Business or Residence Address				,	1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-
2100 West Loop South, Suite			<u>.                              </u>	····	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i	individual)				
Gremm, Martin Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)		<u> </u>	
2100 West Loop South, Suite	900, Houston, Texas				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i	individual)				
Schindler, Mark B. Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
2100 West Loop South, Suite	hand		П		General and/or
Check Box(es) that Apply:  Full Name (Last name first, if	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Tun tuno (bust nume mst, n	mar radar)				
Business or Residence Address	S (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if i	individual)		21.30		
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if i	individual)				
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)	*81:-10		
	(Use	blank sheet, or copy and use add	litional copies of this sheet. as r	necessary.)	

					В.	INFORM	IATION A	ABOUT (	OFFERIN	G				¥7	<b>N.7</b>
	7.T 41	14			11 .			.1: 66 :	0					Yes	No X
•	Has the issuer	sold, or do	es the issue	r intend to					-			•••••		·	
	M/hat ia tha m	::		ممطالكينية					ling under l				œ.	<b>500.00</b>	.n. +
	What is the m  * Subject	anımum inv ct to waive	r by the Ge	it will be ac eneral Part	ner. Inves	n any indiv stments of a	iduai? a lesser am	ount have	been accen	 ted.	•••••	• • • • • • • • • • • • • • • • • • • •	Ъ	200,00	<u>v -</u>
									<b>-</b>					Yes	No
3.	Does the offering permit joint ownership of a single unit?										×				
	Enter the inf			_	_									r	
	remuneration														
	agent of a bro be listed are a											than five (5)	persons to	)	
	Name (Last na					, ,									
	Applicable														
	ess or Reside	nce Addres	s (Number	and Street,	City State,	Zip Code)									
						•									
Jame	of Associate	d Broker or	Dealer						<del></del>						
		_ 2.0.01 01													
`en*-	s in Which Per	man I ista 1	Una Callete	ad an I-t-	do to C-1:-1:	Dungt									
iate	s in which Per	ISON LISTED	rias Solicit	ed or intend	12 to 2011C1	rurchasers	>								
	•		r check indi		-									II State	s
	[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]		
	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
ull I	Name (Last na	me first, if	individual)												
· · · · ·	D	4 3 3	. (M		C't Ctt-	7:- 0-4-)									
3usii	ess or Reside	nce Addres	s (Number)	and Street,	City State,	Zip Code)									
															_
Vamo	of Associate	d Broker or	Dealer												
tate	s in Which Pe	rson Listed	Has Solicit	ed or Intend	ds to Solici	Purchasers	s								
	(Check "A	ll States" o	r check indi	vidual State	es)					••••			A	dl State	s
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
	[IL]	[IN]	[IA]	[KS]	[KY]	(LA)	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
	(MT) [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	(ND) (WA)	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]		
ull ]	Vame (Last na										,	1	<u> </u>		
3usii	ess or Reside	nce Addres	s (Number	and Street,	City State,	Zip Code)									
Vam	e of Associate	d Broker o	Dealer												
toto	s in Which Pe	rean Listad	Has Colisit	ed or Inten	de to Solici	t Durchagar									
iate															
			r check indi											All State	es
	[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	(DE) [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]		
	[IL] [MT]	[NE]	[NV]	[HN]	[NJ]	[NM]	[ME] [NY]	[MD] [NC]	[ND]	(OH)	[OK]	[MS]	[PA]		
	[RI]	[SC]	ISDI	[TN]	[TX]	IUTI	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Aggregate Dollar Amour of Purchases Accredited Investors 9 \$ 2,342,00 Ann-accredited Investors 9 \$ 2,342,00 Ann-accredited Investors 0	Type of Security			Aggregate Offering Price	Am	ount Alread Sold
Common Preferred  Convertible Securities (including warrants)  S	Debt	•••••		\$	\$	
Convertible Securities (including warrants)  Separate Securities (including warrants)  Answer also in Appendix. Column 3, if filling under ULOE.  Answer also in Appendix. Column 3, if filling under ULOE.  Separate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons the have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if inswer is "none" or "zero."  Aggregate Collar amounts of their purchases on the total lines. Enter "O" if naswer is "none" or "zero."  Aggregate Collar amounts of their purchases on the total lines. Enter "O" if naswer is "none" or "zero."  Aggregate Collar amounts of their purchases on the total lines. Enter "O" if naswer is "none" or "zero."  Aggregate Collar amount of their purchases on the total lines. Enter "O" if naswer is "none" or "zero."  Aggregate Collar amount of their purchases on the total lines. Enter "O" if naswer las on the furchase on the total lines. Enter "O" if naswer las on the purchase decurities in this offering is for an offering under Rule 504 or 505, enter the information requested for all securities in this insoffering. Classify securities by type listed in Part C - Question 1.  Dollar Amounts of date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this insoffering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check he box to the left of the estimate.  Fransfer Agent's Fees.  Dollar Amounts Part Column Aggregate Column Aggregate Column Aggregate Column Aggregate Column Aggregate Column Aggregate Column Aggr	Equity			\$	\$	
Partnership Interests. \$500,000,000 \$ 2,242,00		Common	Preferred			
Total	Convertible Securities (including warrants)			\$	\$	
Total	Partnership Interests	••••••		\$ <u>500,000,000</u>	\$	2,342,00
Answer also in Appendix, Column 3, if filing under ULOE.  Enter the number of accredited and non-accredited investors who have purchased securities in this offering and he aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if newer's "none" or "zero."  Aggregate Number Investors	Other (Specify:			\$	\$	
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and he aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if surwer is "none" or "zero."  Aggregate Dollar Amount of Purchases on the total lines. Enter "0" if surwer is "none" or "zero."  Aggregate Dollar Amount of Purchases on the total lines. Enter "0" if surwer is "none" or "zero."  Aggregate Dollar Amount of Purchases on the total lines. Enter "0" if surwer is "none" or "zero."  Aggregate Dollar Amount of Purchases on the total lines. Enter "0" if surwer investors.  9 \$ 2,342.0	Total			\$ <u>500,000,000</u>	\$	2,342,00
he aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if anywer is "none" or "zero."  Aggregate Number Investors		Answer also in	Appendix, Column 3, if filing under ULOE.			
Number Investors of Purchases Accredited Investors	the aggregate dollar amounts of their purcha	ases. For offerings u	under Rule 504, indicate the number of person	ıs	,	Aggregate
Non-accredited Investors					Do	llar Amoun
Total (for filings under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the steer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in his offering. Classify securities by type listed in Part C - Question 1.  Type of Gecurity  Rule 505  Rule 505  Rule 506  N/A  N/A  N/A  N/A  N/A  N/A  Total  Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check he box to the left of the estimate.  Furnish a Begraving Costs.  Furnish a Begraving Costs.  Furnish a Begraving Costs.  Furnish and Engraving Costs.  Furnish and E	Accredited Investors			9	\$_	2,342,00
Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in his offering. Classify securities by type listed in Part C - Question 1.  Dollar Amount Sold  Type of Security  Sold  N/A \$ N/A  Regulation A	Non-accredited Investors	***************************************		0	¢	0
f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in his offering. Classify securities by type listed in Part C - Question 1.    Dollar Amount Sold   So		\$500,000,000 \$  Answer also in Appendix, Column 3, if filing under ULOE.  and non-accredited investors who have purchased securities in this offering and f their purchases. For offerings under Rule 504, indicate the number of persons and the aggregate dollar amount of their purchases on the total lines. Enter "0" if    Number Investors	Φ_			
Regulation A	If this filing is for an offering under Rule 504 issuer, to date, in offerings of the types indic	Answer also in 4 or 505, enter the infeated, in the twelve (	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by the 12) months prior to the first sale of securities is	<u>N/A</u>	\$_ \$_	
Regulation A	If this filing is for an offering under Rule 504 issuer, to date, in offerings of the types indicates of the type lister than the securities by type lister.	Answer also in 4 or 505, enter the infeated, in the twelve (	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by the 12) months prior to the first sale of securities is	<u>N/A</u> ne n	\$_ \$_ Do	N/A Ilar Amoun
Rule 504	If this filing is for an offering under Rule 504 ssuer, to date, in offerings of the types indic his offering. Classify securities by type liste	Answer also in 4 or 505, enter the inf cated, in the twelve ( and in Part C - Question	A Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by th 12) months prior to the first sale of securities in 1.	N/A ne n Type of Security	\$_ \$_ Do	N/A
Total	If this filing is for an offering under Rule 504 issuer, to date, in offerings of the types indicate this offering. Classify securities by type liste Type of offering	Answer also in 4 or 505, enter the infeated, in the twelve (ed in Part C - Questio	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by the 12) months prior to the first sale of securities in 1.	N/A  Type of Security N/A		N/A Ilar Amour Sold
A. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given is subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Fransfer Agent's Fees.  Printing and Engraving Costs.  Eagal Fees.  Silling Fees.	If this filing is for an offering under Rule 504 ssuer, to date, in offerings of the types indichis offering. Classify securities by type liste Type of offering	Answer also in 4 or 505, enter the infeated, in the twelve (ed in Part C - Questio	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by the 12) months prior to the first sale of securities in 1.	N/A  Type of Security N/A		N/A llar Amoun Sold N/A
offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Fransfer Agent's Fees	If this filing is for an offering under Rule 504 ssuer, to date, in offerings of the types indicible of the types indicible of the type liste of offering. Classify securities by type liste Type of offering.	Answer also in 4 or 505, enter the inf cated, in the twelve ( and in Part C - Question	A Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by th 12) months prior to the first sale of securities i  in 1.	N/A  Type of Security  N/A  N/A		N/A Ilar Amour Sold N/A N/A
Printing and Engraving Costs         \$ 930           Legal Fees         \$ 17,700           Filing Fees         \$ 3,000           Office Equipment         \$ 6,360           Accounting Fees         \$ 0           Engineering Fees         \$ 0           Sales Commissions (specify finders' fees separately)         \$ 0	If this filing is for an offering under Rule 504 issuer, to date, in offerings of the types indic this offering. Classify securities by type liste Type of offering  Rule 505	Answer also in 4 or 505, enter the infeated, in the twelve ( ed in Part C - Questio	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by the 12) months prior to the first sale of securities in 1.	Type of Security  N/A  N/A  N/A  N/A		N/A llar Amoun Sold N/A N/A
Legal Fees       \$ 17,700         Filing Fees       \$ 3,000         Office Equipment       \$ 6,360         Accounting Fees       \$ 0         Engineering Fees       \$ 0         Sales Commissions (specify finders' fees separately)       \$ 0	If this filing is for an offering under Rule 504  Total  Total  Total  Furnish a statement of all expenses in offering. Exclude amounts relating solely to as subject to future contingencies. If the arr the box to the left of the estimate.	Answer also in 4 or 505, enter the initiated, in the twelve ( and in Part C - Question  connection with the initiation of an expenditure	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by the 12) months prior to the first sale of securities in 1.  issuance and distribution of the securities in the ses of the issuer. The information may be given ure is not known, furnish an estimate and checomatic contents.		\$ \$ \$	N/A llar Amour Sold N/A N/A N/A
Sales Commissions (specify finders' fees separately)    \$ 3,00  \$ 3,00  \$ 5,360  \$ 5,360  \$ 5 0  \$ 0  \$ 0  \$ 0	If this filing is for an offering under Rule 504  Total  Total  Furnish a statement of all expenses in offering. Exclude amounts relating solely to the box to the left of the estimate.  Transfer Agent's Fees.	Answer also in 4 or 505, enter the initiated, in the twelve ( ed in Part C - Question  connection with the interpretation of an expenditure	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by th 12) months prior to the first sale of securities i in 1.  issuance and distribution of the securities in th ses of the issuer. The information may be give ure is not known, furnish an estimate and chec		\$ \$ \$	N/A  Illar Amoun Sold N/A N/A N/A N/A
Diffice Equipment.  Accounting Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)  Sales Commissions (specify finders' fees separately)  Sales Commissions (specify finders' fees separately)	If this filing is for an offering under Rule 504  Total  Total  Furnish a statement of all expenses in offering. Exclude amounts relating solely to as subject to future contingencies. If the arr the box to the left of the estimate.  Transfer Agent's Fees.	Answer also in 4 or 505, enter the initiated, in the twelve ( and in Part C - Question  connection with the initiation of an expenditum	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by the 12) months prior to the first sale of securities in 1.  issuance and distribution of the securities in the ses of the issuer. The information may be given ure is not known, furnish an estimate and checons.	Type of Security  N/A  N/A  N/A  N/A  N/A  is en	\$\$ \$\$ \$	N/A llar Amour Sold N/A N/A N/A N/A 930
Accounting Fees \$\text{0}\$  Engineering Fees \$\text{0}\$  Sales Commissions (specify finders' fees separately)  \$\text{0}\$  \$\text{0}\$	If this filing is for an offering under Rule 504  Total  Total  Total  Exclude amounts relating solely to five box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  In offering under Rule 504  Total  Transfer Agent's Fees  Legal Fees  Legal Fees	Answer also in 4 or 505, enter the initiated, in the twelve ( ed in Part C - Question  connection with the initiation organization expension	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by th 12) months prior to the first sale of securities i in 1.  issuance and distribution of the securities in the ses of the issuer. The information may be give ure is not known, furnish an estimate and chec	Type of Security  N/A  N/A  N/A  N/A  N/A  Security  N/A  N/A  N/A  Is security  X	\$\$ \$\$ \$ \$ \$ I \$ I \$	N/A  Illar Amoun Sold  N/A  N/A  N/A  N/A  10  930  17,70
Engineering Fees	If this filing is for an offering under Rule 504 issuer, to date, in offerings of the types indict this offering. Classify securities by type lister. Type of offering. Rule 505	Answer also in 4 or 505, enter the initiated, in the twelve ( 2 of in Part C - Question  connection with the initiation organization expension	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by th 12) months prior to the first sale of securities i in 1.  issuance and distribution of the securities in th ses of the issuer. The information may be give ure is not known, furnish an estimate and chec	Type of Security  N/A  N/A  N/A  N/A  N/A  Security  X  X  X  X  X	\$\$ \$\$ \$ \$ ! \$ ! \$	N/A  llar Amour Sold  N/A  N/A  N/A  N/A  17,70  3,00
Sales Commissions (specify finders' fees separately)	If this filing is for an offering under Rule 504  Total  a. Furnish a statement of all expenses in a offering. Exclude amounts relating solely to as subject to future contingencies. If the arr the box to the left of the estimate.  Transfer Agent's Fees	Answer also in 4 or 505, enter the initiated, in the twelve ( ed in Part C - Question  connection with the initiation organization expension ount of an expenditum	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by th 12) months prior to the first sale of securities i in 1.  dissuance and distribution of the securities in the ses of the issuer. The information may be give ure is not known, furnish an estimate and chec	Type of Security  N/A  N/A  N/A  N/A  N/A  Security  N/A  Sec	\$\$ \$\$ \$ \$ \$   \$   \$   \$	N/A  llar Amour Sold  N/A  N/A  N/A  N/A  17,70  3,00  6,36
	If this filing is for an offering under Rule 504 issuer, to date, in offerings of the types indict this offering. Classify securities by type lister. Type of offering  Rule 505	Answer also in 4 or 505, enter the initiated, in the twelve ( 2 d in Part C - Question  connection with the initiation of an expenditure	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by th 12) months prior to the first sale of securities i in 1.  issuance and distribution of the securities in th ses of the issuer. The information may be give ure is not known, furnish an estimate and chec	N/A  Type of Security  N/A  N/A  N/A  N/A  Security  N/A  N/A  Example 1  Example 2  Exa	\$\$ \$\$ \$ \$   \$   \$   \$	N/A  Illar Amoun Sold N/A N/A N/A N/A  17,700 3,000 6,360 0
	If this filing is for an offering under Rule 504 sissuer, to date, in offerings of the types indiction offering. Classify securities by type lister. Type of offering. Rule 505	Answer also in 4 or 505, enter the initiated, in the twelve ( and in Part C - Question  connection with the initiation organization expension of an expenditu	Appendix, Column 4, if filing under ULOE.  formation requested for all securities sold by th 12) months prior to the first sale of securities i in 1.  dissuance and distribution of the securities in th ses of the issuer. The information may be give ure is not known, furnish an estimate and chec	Type of Security  N/A  N/A  N/A  N/A  N/A  Security  N/A  N/A  Security  N/A  N/A  Security  N/A  N/A  Security  Security	\$\$ \$\$ \$ \$   \$   \$   \$   \$	N/A  llar Amour Sold  N/A  N/A  N/A  N/A  17,700  3,000  6,360  0

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

and total expenses furnished in response to Part C	e offering price given in response to Part C - Question 1 C - Question 4.a. This difference is the "adjusted gross		\$ <u>499.</u>	971,260
of the purposes shown. If the amount for any purp	occeeds to the issuer used or proposed to be used for each ose is not known, furnish an estimate and check the box ints listed must equal the adjusted gross proceeds to the above.			4. *
			Payments to Officers.	
			Directors, and Affiliates	Payments to Others
Salaries and fees			\$	<b>\$</b>
Purchase of real estate			\$	<b></b> \$
Purchase, rental or leasing and installation of machi	nery and equipment		\$	<b>□</b> \$
Construction or leasing of plant buildings and facili	ties		\$	<b>□</b> \$
Acquisition of other businesses (including the value may be used in exchange for the assets or securities	of securities involved in this offering that of another issuer pursuant to a merger)		\$	<b></b>
Repayment of indebtedness			\$	<b>□</b> \$
Working Real Estate	· · · · · · · · · · · · · · · · · · ·		\$	<b>-</b> \$
Other (specify): Purchase and sell securities	l	□ \$	\$ <u>499,971,260</u>	
Column Totals			\$	¥ \$499,971,260
Total Payments Listed (column totals added)				<b>×</b> \$499,971,260
	D. FEDERAL SIGNATURE			14
	undersigned duly authorized person. If this notice is filed es and Exchange Commission, upon written request of its le 502.			
ssuer (Print or Type)	Signature		Date	· · · · · · · · · · · · · · · · · · ·
rivot Point Partners, LP	M. Berres	t	July <u>\$</u> , 200	4
Tame of Signer (Print or Type)	Title of Signer (Print or Type)			
L Company of the Comp	Member of Pivot Point Advisors, LLC, the General Pa the General Partner of the Issuer	rtner	of Pivot Point Capi	tal Management, LP,

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	Yes No
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer-represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
The	e issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized son.
Issu	ner (Print or Type) Signature Date
Pi	vot Point Partners, LP July 5, 2004

the General Partner of the Issuer

Member of Pivot Point Advisors, LLC, the General Partner of Pivot Point Capital Management, LP,

E. STATE SIGNATURE

Pivot Point Partners, LP Name (Print or Type)

**Martin Gremm** 

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

			<u></u>	APP	ENDIX				
1	Intend to non-a investor	1 to sell accredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and amount purchased in State  (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	100		anter con-	2117031013	Imount	Investors	1 mount	1,53	7.00
AK									
AZ	_								
AR				,					
CA									
со									
СТ									
DE									
DC									
FL									
GA									
HI									
ID								·	
IL									
IN					-				
IA									
KS									<u> </u>
KY									
LA									<u> </u>
ME									
MD		 							
MA		<u> </u>							
MI									
MN									
MS									
МО									
МТ									
NE					:				
NV	!								-
NH			<u> </u>			1	<u> </u>		

				APP	ENDIX						
1		2 3  Type of security  Intend to sell and aggregate						Type of security Disqualification under State ULOF			
			and aggregate		T 6:				s, attach		
		to non-accredited offering price Type of investor and investors in State amount purchased in State						explar	nation of		
		Is in State	offered in state (Part C-Item 1)		amount purch: (Part C-l	ased in State		Waiver	granted)		
	(1 ait D	I	(rance-nem r)	Number of	(ranc-	Number of		(Part E-Item 1)			
State	Yes	No	Limited Partnership Interests	Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
NJ											
NM											
NY											
NC											
ND											
ОН											
OK											
OR											
PA									<u> </u>		
RI											
SC											
SD											
TN											
TX		X	\$500,000,000	9*	\$2,342,000	0	0	N/A	N/A		
UT											
VT											
VA											
WA											
wv											
WI											
WY											
PR									1		

<sup>\*</sup>Includes general partner accounts.